

Boeing Realty Corporation
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November 12, 1997

Mr. Allan Kasan
Vestar Development Co.
2425 East Camelback Road, Suite 750
Phoenix, Arizona 85016

Re: Torrance, CA

Dear Allan:

Per our conference call conversation earlier today, we attach herewith the following:

August 14, 1997	"Remediation Strategy and Status Report"
February 28, 1997	"Sampling and Analysis Plan"
February 6, 1997	"Phase II Field Sampling Plan"
February, 1997	"Work Plan for Post Remediation"
August, 1997	"Health-Based Remediation Goals for Surface Soils"

Exhibit 8 additionally provides four statements of Seller compliance, which we confirm as follows:

1. Submission of Remedial Action Work Plan for Soils and Groundwater for approval and authorization by the Lead Agency.
2. Completion of construction and operational certification of the remediation systems in accordance with the "Comfort Letter" by the Lead Agency.
3. Remediation of soils below twelve (12) foot depth pursuant to Remediation Plan (project issuance of "No Further Action" letter or like document in 24 to 36 months after installation of the remediation system).
4. Remediation of groundwater beneath the Property pursuant to Remediation Plan (projected issuance of "No Further Action" letter or like document in 36 to 60 months after installation of the remediation system).

Under separate cover from Tait Engineering will come the six (6) Site Exhibits. Jay Palchikoff will incorporate these in Exhibit form with the final execution copy of the Amendment. Hopefully, these final documents will allow your approval and execution by November 19 as we both need to expedite the documentation so we can move the project forward.

Thanks.

Sincerely,

BOEING REALTY CORPORATION


Thomas A. Overturf
Director, Development

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cc: Jeff Axtell, Vestar

BOE-C6-0064160

